

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	
-----	X	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
FIRST APPLICATION OF KPMG LLP FOR
INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Patrick N. Karpen, hereby certify that:

1. I am a partner with the applicant firm, KPMG LLP, with responsibility for the chapter 11 cases of Delphi Corporation and its above-captioned affiliated debtors (collectively, the “Debtors”), in respect of compliance with (i) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the Court on April 19, 1995 (the “Local Guidelines”), (ii) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and (iii) the (A) Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 4, 2005 (the “Interim Compensation Order”), (B) Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated March 8,

2006 (the “Supplemental Interim Compensation Order”), and (C) Second Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated March 28, 2006 (the “Second Supplemental Interim Compensation Order,” and collectively with the Interim Compensation Order and the Supplemental Interim Compensation Order, the “Administrative Orders,” and collectively with the Amended Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made in respect of KPMG LLP’s application, dated April 28, 2006 (the “Application”), for interim compensation and reimbursement of expenses for the period commencing October 8, 2005 through and including January 31, 2006, in accordance with the Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

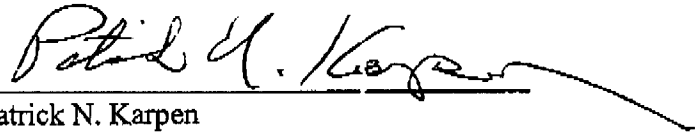
- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by KPMG LLP and generally accepted by KPMG LLP’s clients; and
- d. in providing the reimbursable services reflected in the Application, KPMG LLP did not make a profit on those services, whether performed by KPMG LLP in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines and as required by the Administrative Orders, I certify that KPMG LLP has complied with these provisions requiring it to provide the United States Trustee for the Southern District of New York, the Debtors, the attorneys for the Debtors and the attorneys for the statutory committee of unsecured creditors appointed in these cases with a statement of KPMG LLP’s fees and disbursements accrued during the previous month, however, because KPMG LLP’s retention was not approved by the

Court until March 8, 2006, and in accordance with certain modifications to the Interim Compensation Order set forth in the Supplemental Interim Compensation Order and the Second Supplemental Interim Compensation Order, such statements were not provided within the timetables set forth in the Local Guidelines and the Interim Compensation Order, but rather under the timetable set forth in the Second Supplemental Interim Compensation Order.

5. In respect of section B.3 of the Local Guidelines, I certify that the United States Trustee for the Southern District of New York, the Debtors, the attorneys for the Debtors and the attorneys for the statutory committee of unsecured creditors appointed in these cases are each being provided with a copy of the Application.

Dated: Detroit, Michigan
April 28, 2006

A handwritten signature in black ink, appearing to read "Patrick N. Karpen", is written over a horizontal line.

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